

ADVANCED MEDICAL OPTICS INC

Form 4

May 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POST DOUGLAS H

2. Issuer Name **and** Ticker or Trading
Symbol
ADVANCED MEDICAL OPTICS
INC [EYE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive Vice President

C/O ADVANCED MEDICAL
OPTICS, INC., 1700 E. ST.
ANDREW PLACE

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SANTA ANA, CA 92705

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					10,830	D	
Common Stock					4.3279	I	By 401(k) Trust (as of 05/22/07)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 42.55	05/21/2007		A	55,900			<u>(1)</u>	05/21/2017	Common Stock
Restricted Stock Units	<u>(2)</u>	05/21/2007		A	7,200			05/21/2010 <u>(2)</u>	05/21/2017	Common Stock
Restricted Stock Units	<u>(2)</u>	05/21/2007		A	1,000			05/21/2010 <u>(2)</u>	05/21/2017	Common Stock
Restricted Stock Units	<u>(3)</u>	05/21/2007		A	2,000			<u>(4)</u>	<u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POST DOUGLAS H C/O ADVANCED MEDICAL OPTICS, INC. 1700 E. ST. ANDREW PLACE SANTA ANA, CA 92705	Executive Vice President

Signatures

Douglas H. Post, by Aimee S. Weisner, Attorney
in Fact

05/23/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Rule 16b3 exempt stock option will vest ratably on each of the first four anniversaries of the date of grant, such that the option will be fully vested on May 21, 2011 (provided applicable provisions of such option are complied with).
- (2) Exempt grant of Restricted Stock Units under the Issuer's 2005 Incentive Compensation Plan. Each restricted unit represents a contingent right to receive one share of the issuer's common stock. The Restricted Stock Units will vest as to 100% of the shares on May 21, 2010, the third anniversary of the date of issuance, provided that certain conditions are met.
- (3) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock, subject to performance vesting conditions.
- (4) Exempt grant of restricted stock units with performance vesting conditions. These units will vest on the third anniversary of the date of grant, May 21, 2010, only to the extent that (a) specified performance criteria in connection with the successful integration of IntraLase Corp., which was acquired by the issuer on April 2, 2007, are met, as determined after December 31, 2007, and (b) the reporting person is continuously employed by the issuer through May 21, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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